

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)
In re:) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
-----)

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF Pennsylvania)
) ss:
COUNTY OF Philadelphia)

Leonard A. Bernstein, being duly sworn, upon his/her oath, deposes and says:

1. I am a Partner of Reed Smith, LLP located at 1650 Market Street, One Liberty Place, Philadelphia, PA 19103 (the "Firm").
2. The above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively the "Debtors") have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm has performed services in the past, currently performs services, and may perform services in the future, in matters unrelated to the above-captioned cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases,

5. Neither I nor any partner of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any partner of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed, unless a conflict waiver has been obtained.


7. The Debtors owe the Firm \$33,277.66 for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq.

8. As of the Petition Date, the Firm was not party to an agreement for indemnification with certain of the Debtors.


9. At any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

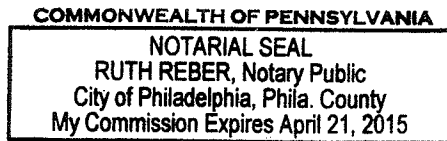
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Executed on July 30, 2012


LEONARD A. BERNSTEIN

Sworn to and subscribed before me
this 30th day of July, 2012


Notary Public



In re Residential Capital, LLC, et al.
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE¹

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY RESIDENTIAL CAPITAL,
LLC, et al. (the "Debtors")

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Reed Smith LLP

1650 Market Street, One Liberty Place

Philadelphia, PA 19103

2. Date of original retention: October 1994

3. Brief description of legal services to be provided:

defend residential mortgage litigation throughout

the country and provide consumer compliance advice.

4. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): \$425

(b) Estimated average monthly compensation (based on prepetition retention if
firm was employed prepetition):

\$48,000

¹ All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

5. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: \$33,277.66

Date claim arose: over several months before petition

Source of claim: legal services

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:

Name: NONE

Status: N/A

Amount of Claim: N/A

Date claim arose: N/A

Source of Claim: N/A

7. Stock of any of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: none to our knowledge

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Kind of shares: N/A

No. of shares: none to our knowledge, however it is not possible to know for sure.

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

We represent the Debtor in defending a wide variety of actions brought by

Debtor's customers under many compliance laws and legal theories.

10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: \$0

(b) Balance remaining after application to invoices due and owing prior to May 14, 2012:

\$33,277.66

(c) At present, \$68,643.71 of post-petition fees have been billed.

Name: Leonard A. Bernstein

Title: Partner